

NOTICE OF CONFIDENTIALITY RIGHTS: IF YOU ARE A NATURAL PERSON, YOU MAY REMOVE OR STRIKE ANY OF THE FOLLOWING INFORMATION FROM THIS INSTRUMENT BEFORE IT IS FILED FOR RECORD IN THE PUBLIC RECORDS: YOUR SOCIAL SECURITY NUMBER OR YOUR DRIVER'S LICENSE NUMBER.

AMENDMENT TO PAID UP OIL AND GAS LEASE

THE STATE OF TEXAS

KNOW ALL MEN BY ALL THESE PRESENTS

COUNTY OF TARRANT

WHEREAS, a certain paid up Oil and Gas Lease dated December 9, 2009, executed by and between the undersigned Whitehall Investments, Inc., a Nevada corporation, as Lessor, and Chesapeake Exploration, L.L.C., an Oklahoma Limited Liability Company, successor by merger to Chesapeake Exploration Limited Partnership, as Lessee, the Memorandum of which is recorded in Document D209321308 in the Official Public Records of Tarrant County, Texas, covering the following described land in said County and State:

15.404000 acres of land, more or less, being situated in the Isaiah Byrd Survey, Abstract 120, and being the same land as described in that certain Special Warranty Deed for Mineral Interest dated August 1, 1997, from Wallcon Equities, Ltd., a Texas limited partnership to Whitehall Investments, Inc. and recorded in Document Number D197169424 of the Official Public Records, Tarrant County, Texas..

WHEREAS, Total E&P USA, Inc. acquired an undivided 25% of Chesapeake Exploration, L.L.C.'s working interest in the aforementioned Lease and both desire to ratify the Lease..

NOW, THEREFORE, for good and valuable consideration in hand paid to the undersigned by Chesapeake Exploration L.L.C., an Oklahoma limited liability company, the receipt and sufficiency of which is hereby acknowledged, the undersigned do hereby amend the above described Paid Up Oil and Gas Lease by the correction of the addition of another tract of land therefore amending the legal description to read as follows:

16.896 acres of land, more or less, being situated in the Isaiah Byrd Survey, Abstract 120, and being the lands described: 1) 15.404000 acres of land, more or less, being situated in the Isaiah Byrd Survey, Abstract 120, and being the same land as described in that certain Special Warranty Deed for Mineral Interest dated August 1, 1997, from Wallcon Equities, Ltd., a Texas limited partnership to Whitehall Investments, Inc. and recorded in Document Number D197169424 of the Official Public Records, Tarrant County, Texas; and 2) 1.492000 acres of land, more or less, being the same land described as Lot 1, Block 1, Wallcon Addition, an addition to the City of Grapevine, Tarrant County, Texas, according to the plat thereof recorded in Cabinet A, Page 4792.

And that all the provisions, terms, covenants and conditions therein contained shall not be affected:

AND the parties hereto desire to have the original Paid Up Oil and Gas Lease amended herein to include the aforementioned additional tract of land.

It is understood and agreed by all parties hereto that the provision contained herein shall supersede any provisions to the contrary in the Paid Up Oil and Gas Lease described herein; however, in all other respects, the lease and the prior provisions thereto, shall remain in full force and effect and each of the undersigned does hereby ratify and confirm such lease.

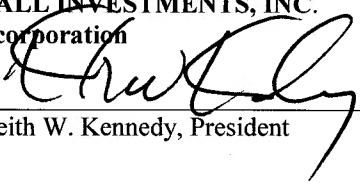
FURTHER, the provisions hereof shall be binding upon the parties hereto, their respective heirs, legatees, devisees, personal representatives, successors and assigns.

This Amendment to Paid Up Oil and Gas Lease shall be binding upon and inure to the benefit of each of the parties hereto and their respective heirs, successors and assigns, and may be executed in any number of multiple counterparts, each of which shall have the same force and effect as an original instrument executed by all of the undersigned parties,

regardless of whether such counterpart is executed prior to or subsequent to the date hereof or the filing of record of a counterpart hereof.

EXECUTED this the 18th day of August, 2010, but to be effective as of the 9th day of December 2009.

LESSOR:
WHITEHALL INVESTMENTS, INC.
a Nevada corporation

By: 
Keith W. Kennedy, President

LESSEE:
CHESAPEAKE EXPLORATION, L.L.C.,
an Oklahoma limited liability company

By: _____
Henry J. Hood, Senior Vice President
Land and Legal & General Counsel

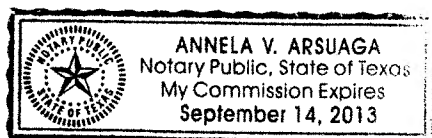
TOTAL E&P USA, INC.,
a Delaware corporation

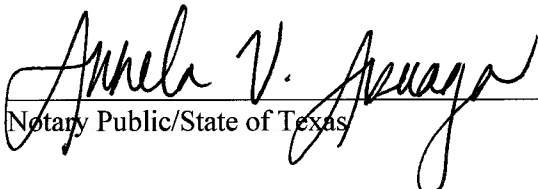
By: _____
Eric Bonnin, Vice President
Business Development and Strategy

ACKNOWLEDGMENTS

STATE OF TEXAS
COUNTY OF DALLAS

This instrument was acknowledged before me this 18th day of August, 2010 by Keith W. Kennedy, President of Whitehall Investments, Inc., a Nevada corporation on behalf of said corporation.




Notary Public/State of Texas

STATE OF OKLAHOMA
COUNTY OF OKLAHOMA

The foregoing instrument was acknowledged before me this _____ day of _____ 2010, by Henry J. Hood, as Senior Vice President – Land and Legal & General Counsel of Chesapeake Operating, Inc., general partner of Chesapeake Exploration, L.L.C., an Oklahoma limited liability company, on behalf of said limited liability company.

Notary Public/State of Oklahoma
Printed Name: _____
My Commission Expires: _____

**STATE OF TEXAS
COUNTY OF HARRIS**

The foregoing instrument was acknowledged before me this _____ day of _____, 2010, by Eric Bonnin, as Vice President – Business Development and Strategy of Total E&P USA, Inc., a Delaware corporation, as the act and deed and on behalf of said corporation.

Notary Public/State of Texas

Printed Name:_____

My Commission Expires:_____

AFTER RECORDING RETURN TO:

Cimmaron Field Services, Inc.

221 Bedford Drive

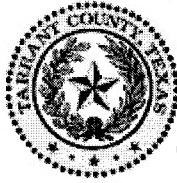
Suite 100

Bedford, Texas 76022

#44915-1-2

SUZANNE HENDERSON

COUNTY CLERK



100 West Weatherford Fort Worth, TX 76196-0401

PHONE (817) 884-1195

CIMMARON FIELD SERVICES INC
221 BEDFORD DR # 100
BEDFORD, TX 76022

Submitter: ANNELA ARSUAGA

DO NOT DESTROY
WARNING - THIS IS PART OF THE OFFICIAL RECORD.

Filed For Registration: 8/19/2010 4:04 PM

Instrument #: D210202356

OPR

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PGS

\$24.00

By: _____

A handwritten signature in cursive script, appearing to read "Suzanne Henderson", is written over a horizontal line.

D210202356

ANY PROVISION WHICH RESTRICTS THE SALE, RENTAL OR USE OF THE DESCRIBED REAL PROPERTY
BECAUSE OF COLOR OR RACE IS INVALID AND UNENFORCEABLE UNDER FEDERAL LAW.

Prepared by: AKCHRISTIAN